#### STATUTORY INSTRUMENTS

# 2009 No. 1804

# The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

#### **PART 13**

#### DISSOLUTION AND RESTORATION TO THE REGISTER

#### CHAPTER 1

#### STRIKING OFF

#### Registrar's power to strike off defunct LLP

**50.** Sections 1000 to 1002 apply to LLPs, modified so that they read as follows—

#### "1000 Power to strike off LLP not carrying on business or in operation

- (1) If the registrar has reasonable cause to believe that an LLP is not carrying on business or in operation, the registrar may send to the LLP [FI a communication] inquiring whether the LLP is carrying on business or in operation.
- (2) If the registrar does not within [F214 days of sending][F3 the communication] receive any answer to it, the registrar must within 14 days after the expiration of [F4that period] send to the LLP [F3a second communication referring to the first communication], and stating—
  - (a) that no answer to it has been received, and
  - (b) that if an answer is not received to the second [F5communication] within [F614 days] from its date, a notice will be published in the Gazette with a view to striking the LLP's name off the register.
  - (3) If the registrar—
    - (a) receives an answer to the effect that the LLP is not carrying on business or in operation, or
    - (b) does not within [F714 days] after sending the second [F8communication] receive any answer,

the registrar may publish in the Gazette, and send to the LLP <sup>F9</sup>..., a notice that at the expiration of [F102 months] from the date of the notice the name of the LLP mentioned in it will, unless cause is shown to the contrary, be struck off the register and the LLP will be dissolved.

- (4) At the expiration of the time mentioned in the notice the registrar may, unless cause to the contrary is previously shown by the LLP, strike its name off the register.
- (5) The registrar must publish notice in the Gazette of the LLP's name having been struck off the register.

- (6) On the publication of the notice in the Gazette the LLP is dissolved.
- (7) However—
  - (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
  - (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

#### 1001 Duty to act in case of LLP being wound up

- (1) If, in a case where an LLP is being wound up—
  - (a) the registrar has reasonable cause to believe—
    - (i) that no liquidator is acting, or
    - (ii) that the affairs of the LLP are fully wound up, and
  - (b) the returns required to be made by the liquidator have not been made for a period of six consecutive months,

the registrar must publish in the Gazette and send to the LLP or the liquidator (if any) a notice that at the expiration of [FII2 months] from the date of the notice the name of the LLP mentioned in it will, unless cause is shown to the contrary, be struck off the register and the LLP will be dissolved.

- (2) At the expiration of the time mentioned in the notice the registrar may, unless cause to the contrary is previously shown by the LLP, strike its name off the register.
- (3) The registrar must publish notice in the Gazette of the LLP's name having been struck off the register.
  - (4) On the publication of the notice in the Gazette the LLP is dissolved.
  - (5) However—
    - (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
    - (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

# 1002 Supplementary provisions as to service of [F12communication] or notice

- [F13(1)] If the registrar is not able to send a communication or notice under section 1000 or 1001 to an LLP, the communication may be sent to a member of the LLP at an address for that member that has been notified to the registrar by the LLP.]
- (2) If there is no member of the LLP whose name and address are known to the registrar, the [F14communication] or notice may be sent to each of the persons who subscribed the incorporation document (if their addresses are known to the registrar).
- [F15(3)] A notice to be sent to a liquidator under section 1001 may be sent to the address of the liquidator's last known place of business or to an address specified by the liquidator to the registrar for the purpose of receiving notices, or notices of that kind.]
- [F16(4)] In this section "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means.
- (5) For the purposes of subsection (4) a document or information is sent or received by electronic means if it is—

- (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
- (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

References to electronic means have a corresponding meaning."].

#### **Textual Amendments**

- F1 Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(2)(a)
- Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(i)** (with reg. 3(1))
- F3 Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(2)(b)
- Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(ii)** (with reg. 3(1))
- Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(2)(c)
- Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(iii)** (with reg. 3(1))
- F7 Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(b)(i)** (with reg. 3(1))
- Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(2)(d)
- **F9** Words in reg. 50 omitted (11.7.2014) by virtue of The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(e)**
- **F10** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(b)(ii)** (with reg. 3(1))
- Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(3)** (with reg. 3(2))
- F12 Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(3)(a)
- F13 Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(3)(b)
- **F14** Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(c)**
- F15 Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(3)(d)
- F16 Words in reg. 50 inserted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), 3(3)(e)

# Voluntary striking off

**51.** Sections 1003 to 1011 apply to LLPs, modified so that they read as follows—

#### "Striking off on application by LLP

- **1003.**—(1) The registrar of companies may strike the LLP's name off the register on application by—
  - (a) a majority of the members of an LLP, or

- (b) if there are only two such members, by both of them, or
- (c) if there is only one remaining member of an LLP, by that member.
- (2) The application must contain a declaration by the member or members making the application that neither section 1004 nor 1005 prevents the application from being made.
- (3) The registrar may not strike an LLP off under this section until after the expiration of [F172 months] from the publication by the registrar in the Gazette of a notice—
  - (a) stating that the registrar may exercise the power under this section in relation to the LLP, and
  - (b) inviting any person to show cause why that should not be done.
- (4) The registrar must publish notice in the Gazette of the LLP's name having been struck off.
  - (5) On the publication of the notice in the Gazette the LLP is dissolved.
  - (6) However—
    - (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
    - (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

#### Circumstances in which application not to be made: activities of LLP

- **1004.**—(1) An application under section 1003 (application for voluntary striking off) on behalf of an LLP must not be made if, at any time in the previous three months, the LLP has—
  - (a) changed its name,
  - (b) traded or otherwise carried on business.
  - (c) made a disposal for value of property or rights that, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
  - (d) engaged in any other activity, except one which is—
    - (i) necessary or expedient for the purpose of making an application under that section, or deciding whether to do so,
    - (ii) necessary or expedient for the purpose of concluding the affairs of the LLP, or
    - (iii) necessary or expedient for the purpose of complying with any statutory requirement.
- (2) For the purposes of this section, an LLP is not to be treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.
  - (3) It is an offence for a person to make an application in contravention of this section.
- (4) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.
  - (5) A person guilty of an offence under this section is liable—
    - (a) on conviction on indictment, to a fine;
    - (b) on summary conviction, to a fine not exceeding the statutory maximum.

#### Circumstances in which application not to be made: proceedings pending

**1005.**—(1) An application under section 1003 (application for voluntary striking off) on behalf of an LLP must not be made at a time when—

- (a) an application to the court under Part 26 has been made on behalf of the LLP for the sanctioning of a compromise or arrangement and the matter has not been finally concluded;
- (b) a voluntary arrangement in relation to the LLP has been proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)) and the matter has not been finally concluded;
- (c) the LLP is in administration under Part 2 of that Act or Part 3 of that Order;
- (d) paragraph 44 of Schedule B1 to that Act or paragraph 45 of Schedule B1 to that Order applies (interim moratorium on proceedings where application to the court for an administration order has been made or notice of intention to appoint administrator has been filed);
- (e) the LLP is being wound up under Part 4 of that Act or Part 5 of that Order, whether voluntarily or by the court, or a petition under that Part for winding up of the LLP by the court has been presented and not finally dealt with or withdrawn;
- (f) there is a receiver or manager of the LLP's property;
- (g) the LLP's estate is being administered by a judicial factor.
- (2) For the purposes of subsection (1)(a), the matter is finally concluded if—
  - (a) the application has been withdrawn,
  - (b) the application has been finally dealt with without a compromise or arrangement being sanctioned by the court, or
  - (c) a compromise or arrangement has been sanctioned by the court and has, together with anything required to be done under any provision made in relation to the matter by order of the court, been fully carried out.
- (3) For the purposes of subsection (1)(b), the matter is finally concluded if—
  - (a) no meeting is to be summoned under section 3 of the Insolvency Act 1986 (c. 45) or Article 16 of the Insolvency (Northern Ireland) Order 1989,
  - (b) the meeting summoned under that section or Article fails to approve the arrangement with no, or the same, modifications,
  - (c) an arrangement approved by a meeting summoned under that section, or in consequence of a direction under section 6(4)(b) of that Act or Article 19(4)(b) of that Order, has been fully implemented, or
  - (d) the court makes an order under section 6(5) of that Act or Article 19(5) of that Order revoking approval given at a previous meeting and, if the court gives any directions under section 6(6) of that Act or Article 19(6) of that Order, the LLP has done whatever it is required to do under those directions.
- (4) It is an offence for a person to make an application in contravention of this section.
- (5) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.
  - (6) A person guilty of an offence under this section is liable—
    - (a) on conviction on indictment, to a fine;

(b) on summary conviction, to a fine not exceeding the statutory maximum.

### Copy of application to be given to members, employees etc

- **1006.**—(1) A person who makes an application under section 1003 (application for voluntary striking off) on behalf of an LLP must secure that, within seven days from the day on which the application is made, a copy of it is given to every person who at any time on that day is—
  - (a) a member of the LLP,
  - (b) an employee of the LLP,
  - (c) a creditor of the LLP, or
  - (d) a manager or trustee of any pension fund established for the benefit of employees of the LLP
- (2) Subsection (1) does not require a copy of the application to be given to a member who is a party to the application.
- (3) The duty imposed by this section ceases to apply if the application is withdrawn before the end of the period for giving the copy application.
- (4) A person who fails to perform the duty imposed on him by this section commits an offence. If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.
- (5) In proceedings for an offence under this section it is a defence for the accused to prove that he took all reasonable steps to perform the duty.
- (6) A person guilty of an offence under this section (other than an aggravated offence) is liable—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.
  - (7) A person guilty of an aggravated offence under this section is liable—
    - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
    - (b) on summary conviction—
      - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
      - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

#### Copy of application to be given to new members, employees, etc

- **1007.**—(1) This section applies in relation to any time after the day on which an LLP makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn.
- (2) A person who is a member of the LLP at the end of a day on which a person (other than himself) becomes—
  - (a) a member of the LLP,
  - (b) an employee of the LLP,
  - (c) a creditor of the LLP, or

(d) a manager or trustee of any pension fund established for the benefit of employees of the LLP,

must secure that a copy of the application is given to that person within seven days from that day.

- (3) The duty imposed by this section ceases to apply if the application is finally dealt with or withdrawn before the end of the period for giving the copy application.
- (4) A person who fails to perform the duty imposed on him by this section commits an offence. If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.
- (5) In proceedings for an offence under this section it is a defence for the accused to prove—
  - (a) that at the time of the failure he was not aware of the fact that the LLP had made an application under section 1003, or
  - (b) that he took all reasonable steps to perform the duty.
- (6) A person guilty of an offence under this section (other than an aggravated offence) is liable—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.
  - (7) A person guilty of an aggravated offence under this section is liable—
    - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
    - (b) on summary conviction—
      - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
      - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

#### Copy of application: provisions as to service of documents

- **1008.**—(1) The following provisions have effect for the purposes of—section 1006 (copy of application to be given to members, employees, etc), and section 1007 (copy of application to be given to new members, employees, etc).
- (2) A document is treated as given to a person if it is—
  - (a) delivered to him, or
  - (b) left at his proper address, or
  - (c) sent by post to him at that address.
- (3) For the purposes of subsection (2) and section 7 of the Interpretation Act 1978 (c. 30) (service of documents by post) as it applies in relation to that subsection, the proper address of a person is—
  - (a) in the case of a firm incorporated or formed in the United Kingdom, its registered or principal office;
  - (b) in the case of a firm incorporated or formed outside the United Kingdom—
    - (i) if it has a place of business in the United Kingdom, its principal office in the United Kingdom, or

- (ii) if it does not have a place of business in the United Kingdom, its registered or principal office;
- (c) in the case of an individual, his last known address.
- (4) In the case of a creditor of the LLP a document is treated as given to him if it is left or sent by post to him—
  - (a) at the place of business of his with which the LLP has had dealings by virtue of which he is a creditor of the LLP, or
  - (b) if there is more than one such place of business, at each of them.

#### Circumstances in which application to be withdrawn

- **1009.**—(1) This section applies where, at any time on or after the day on which an LLP makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn—
  - (a) the LLP—
    - (i) changes its name,
    - (ii) trades or otherwise carries on business,
    - (iii) makes a disposal for value of any property or rights other than those which it was necessary or expedient for it to hold for the purpose of making, or proceeding with, an application under that section, or
    - (iv) engages in any activity, except one to which subsection (4) applies;
  - (b) an application is made to the court under Part 26 on behalf of the LLP for the sanctioning of a compromise or arrangement;
  - (c) a voluntary arrangement in relation to the LLP is proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19));
  - (d) an application to the court for an administration order in respect of the LLP is made under paragraph 12 of Schedule B1 to that Act or paragraph 13 of Schedule B1 to that Order;
  - (e) an administrator is appointed in respect of the LLP under paragraph 14 or 22 of Schedule B1 to that Act or paragraph 15 or 23 of Schedule B1 to that Order, or a copy of notice of intention to appoint an administrator of the LLP under any of those provisions is filed with the court;
  - (f) there arise any of the circumstances in which, under section 84(1) of that Act or Article 70 of that Order, the LLP may be voluntarily wound up;
  - (g) a petition is presented for the winding up of the LLP by the court under Part 4 of that Act or Part 5 of that Order;
  - (h) a receiver or manager of the LLP's property is appointed; or
  - (i) a judicial factor is appointed to administer the LLP's estate.
- (2) A person who, at the end of a day on which any of the events mentioned in subsection (1) occurs, is a member of the LLP must secure that the LLP's application is withdrawn forthwith.
- (3) For the purposes of subsection (1)(a), an LLP is not treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.

- (4) The excepted activities referred to in subsection (1)(a)(iv) are any activity necessary or expedient for the purposes of—
  - (a) making, or proceeding with, an application under section 1003 (application for voluntary striking off),
  - (b) concluding affairs of the LLP that are outstanding because of what has been necessary or expedient for the purpose of making, or proceeding with, such an application, or
  - (c) complying with any statutory requirement.
- (5) A person who fails to perform the duty imposed on him by this section commits an offence.
- (6) In proceedings for an offence under this section it is a defence for the accused to prove—
  - (a) that at the time of the failure he was not aware of the fact that the LLP had made an application under section 1003, or
  - (b) that he took all reasonable steps to perform the duty.
  - (7) A person guilty of an offence under this section is liable—
    - (a) on conviction on indictment, to a fine;
    - (b) on summary conviction, to a fine not exceeding the statutory maximum.

#### Withdrawal of application

**1010.** An application under section 1003 is withdrawn by notice to the registrar.

# Meaning of "creditor"

**1011.** In this Chapter "creditor" includes a contingent or prospective creditor.".

#### **Textual Amendments**

F17 Words in reg. 51 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, 5(4) (with reg. 3(3))

#### **Changes to legislation:**

There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. Any changes that have already been made by the team appear in the content and are referenced with annotations.

View outstanding changes

# Changes and effects yet to be applied to the whole Instrument associated Parts and Chapters:

Whole provisions yet to be inserted into this Instrument (including any effects on those provisions):

```
Pt. 1A inserted by S.I. 2016/340 Sch. 3 para. 3
Pt. 4A inserted by S.I. 2024/234 reg. 17
Pt. 5 Ch. 1A inserted by S.I. 2016/599 Sch. 1 para. 3
Pt. 8A inserted by S.I. 2016/340 reg. 3Sch. 1
reg. 3(2)(d) inserted by S.I. 2016/340 Sch. 3 para. 2
reg. 9A inserted by S.I. 2024/234 reg. 7
reg. 9B inserted by S.I. 2024/234 reg. 8
reg. 13A inserted by S.I. 2024/234 reg. 12
reg. 13B inserted by S.I. 2024/234 reg. 13
reg. 13C inserted by S.I. 2024/234 reg. 14
reg. 13C inserted by S.I. 2024/234 reg. 15
reg. 17A inserted by S.I. 2016/599 Sch. 1 para. 2
reg. 17B inserted by S.I. 2024/234 reg. 19
reg. 17ZC inserted by S.I. 2024/234 reg. 18
reg. 19(5)(f) inserted by S.I. 2016/340 Sch. 3 para. 4
reg. 30A inserted by S.I. 2024/234 reg. 22
reg. 31B words inserted by S.I. 2017/693 reg. 24(3)(c)
reg. 31B words omitted by S.I. 2017/693 reg. 24(2)(b)
reg. 31B words omitted by S.I. 2017/693 reg. 24(3)(b)
reg. 31B words substituted by S.I. 2017/693 reg. 24(2)(a)
reg. 31B words substituted by S.I. 2017/693 reg. 24(3)(a)
reg. 31B(3) words inserted by S.I. 2017/694 reg. 79
reg. 31B(3) words substituted by S.I. 2019/348 Sch. 3 para. 24(a)
reg. 31B(6) words substituted by S.I. 2019/348 Sch. 3 para. 24(b)
reg. 31E word substituted by S.I. 2017/693 reg. 25(2)
reg. 31E words inserted by S.I. 2017/693 reg. 25(3)(c)(iii)
reg. 31E words inserted by S.I. 2017/693 reg. 25(4)
reg. 31E words omitted by S.I. 2017/693 reg. 25(3)(c)(i)
reg. 31E words substituted by S.I. 2017/693 reg. 25(3)(a)
reg. 31E words substituted by S.I. 2017/693 reg. 25(3)(b)
reg. 31E words substituted by S.I. 2017/693 reg. 25(3)(c)(ii)
reg. 31E words substituted by S.I. 2017/693 reg. 25(5)
reg. 31L(2)(c) omitted by S.I. 2024/234 reg. 24
reg. 31JA inserted by S.I. 2017/693 reg. 26
reg. 31ZA words inserted by S.I. 2024/234 reg. 23
reg. 31ZA words omitted by S.I. 2024/234 reg. 23(2)(b)
reg. 45A inserted by S.I. 2020/643 Sch. 3 para. 3
reg. 45A inserted by S.I. 2021/60 Sch. 3 para. 3
reg. 63A inserted by S.I. 2024/234 reg. 27
reg. 66(ca)(cb) inserted by S.I. 2016/340 Sch. 3 para. 5
reg. 72(1) words inserted by S.I. 2016/340 Sch. 3 para. 6
reg. 75A inserted by S.I. 2024/234 reg. 45
reg. 79A inserted by S.I. 2024/234 reg. 46
```